

INTROGEN THERAPEUTICS INC

Form 8-K

December 10, 2004

**Table of Contents**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2004 (December 6, 2004)

Introgen Therapeutics, Inc.

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(Exact name of registrant as specified in its charter)

Delaware

0-21291

74-2704230

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

301 Congress Avenue, Suite 1850, Austin, Texas

78701

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (512) 708-9310

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 9.01. Financial Statements and Exhibits

SIGNATURES

INDEX TO EXHIBITS

Opinion of Wilson Sonsini Goodrich & Rosati, PC

Placement Agent Agreement

Press Release

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**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 6, 2004, Introgen Therapeutics, Inc. (the Company) entered into a Placement Agent Agreement with Mulier Capital Limited in connection with a registered direct offering of shares of the Company's common stock. The sale of common stock is made under the Company's registration statement on Form S-3 (File No. 333-107799), as amended, which became effective on August 25, 2003.

The related opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, is being filed as Exhibit 5.1 to this Current Report on Form 8-K and incorporated herein and incorporated by reference into the shelf registration statement.

The Placement Agent Agreement is being filed as Exhibit 10.46 to this Current Report on Form 8-K and incorporated herein and incorporated by reference into the shelf registration statement.

On December 8, 2004, the Company issued a press release announcing the execution of the Placement Agent Agreement and a registered direct offering of its shares of common stock. The press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein and incorporated by reference into the shelf registration statement.

Neither the filing of any press release as an exhibit to this Current Report on Form 8-K nor the inclusion in such press release of a reference to the Company's Internet address shall, under any circumstances, be deemed to incorporate the information available at such Internet address into this Current Report on Form 8-K. The information available at the Company's Internet address is not part of this Current Report on Form 8-K or any other report filed by the Company with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

5.1 Opinion of Wilson Sonsini  
Goodrich & Rosati, Professional  
Corporation.

10.46 Placement Agent Agreement,  
dated December 6, 2004, by and  
between Introgen Therapeutics,  
Inc. and Mulier Capital Limited.

99.1 Press Release dated  
December 8, 2004.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 10, 2004

INTROGEN THERAPEUTICS, INC.

/s/ James W. Albrecht, Jr.

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James W. Albrecht, Jr.  
Chief Financial Officer

-3-

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**Table of Contents**

INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
10.46	Placement Agent Agreement, dated December 6, 2004, by and between Introgen Therapeutics, Inc. and Mulier Capital Limited.
99.1	Press Release dated December 8, 2004.